

June 6, 2014

To the Board of Directors and Shareholders  
of L Brands, Inc.:

We are aware of the incorporation by reference in the following Registration Statements of L Brands, Inc. and, with respect to the Registration Statement on Form S-3, in the related Prospectus of L Brands, Inc.:

Registration Statement (Form S-3 ASR No. 333-191968)  
Registration Statement (Form S-4 No. 333-163026)  
Registration Statement (Form S-8 No. 33-49871)  
Registration Statement (Form S-8 No. 333-110465)  
Registration Statement (Form S-8 No. 333-04927)  
Registration Statement (Form S-8 No. 333-04941)  
Registration Statement (Form S-8 No. 333-118407)  
Registration Statement (Form S-8 No. 333-161841)  
Registration Statement (Form S-8 No. 333-176588);

of our report dated June 6, 2014 relating to the unaudited consolidated interim financial statements of L Brands, Inc. and its subsidiaries that are included in its Form 10-Q for the quarter ended May 3, 2014.

/s/ Ernst & Young LLP

Columbus, Ohio

## Section 302 Certification

I, Leslie H. Wexner, certify that:

1. I have reviewed this report on Form 10-Q of L Brands, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ LESLIE H. WEXNER

Leslie H. Wexner

Chairman and Chief Executive Officer

Date: June 6, 2014

## Section 302 Certification

I, Stuart B. Burgdoerfer, certify that:

1. I have reviewed this report on Form 10-Q of L Brands, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ STUART B. BURGDOERFER

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Stuart B. Burgdoerfer  
Executive Vice President and  
Chief Financial Officer

Date: June 6, 2014

Section 906 Certification

Leslie H. Wexner, the Chairman and Chief Executive Officer, and Stuart B. Burgdoerfer, the Executive Vice President and Chief Financial Officer, of L Brands, Inc. (the “Company”), each certifies that, to the best of his knowledge:

- (i) the Quarterly Report of the Company on Form 10-Q dated June 6, 2014 for the period ending May 3, 2014 (the “Form 10-Q”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (ii) the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ LESLIE H. WEXNER

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Leslie H. Wexner

Chairman and Chief Executive Officer

/s/ STUART B. BURGDOERFER

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Stuart B. Burgdoerfer

Executive Vice President and Chief Financial Officer

Date: June 6, 2014

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 10-Q**

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☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended May 3, 2014

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-8344

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**L BRANDS, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**Three Limited Parkway  
Columbus, Ohio**

(Address of principal executive offices)

**31-1029810**

(IRS Employer Identification No.)

**43230**

(Zip Code)

**(614) 415-7000**

(Registrant's Telephone Number, Including Area Code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.): Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, \$.50 Par Value

Outstanding at May 30, 2014

291,943,397 Shares

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\* The Company’s fiscal year ends on the Saturday nearest to January 31. As used herein, “first quarter of 2014” and “first quarter of 2013” refer to the thirteen week periods ending May 3, 2014 and May 4, 2013, respectively.

# **PART I—FINANCIAL INFORMATION**

## **Item 1. FINANCIAL STATEMENTS**

### **L BRANDS, INC.** **CONSOLIDATED STATEMENTS OF INCOME** (in millions except per share amounts) (Unaudited)

	<b>First Quarter</b>	
	<b>2014</b>	<b>2013</b>
Net Sales	\$ 2,391	\$ 2,268
Costs of Goods Sold, Buying and Occupancy	(1,409)	(1,327)
Gross Profit	982	941
General, Administrative and Store Operating Expenses	(646)	(630)
Operating Income	336	311
Interest Expense	(84)	(79)
Other Income	3	3
Income Before Income Taxes	255	235
Provision for Income Taxes	98	92
Net Income	\$ 157	\$ 143
Net Income Per Basic Share	\$ 0.54	\$ 0.49
Net Income Per Diluted Share	\$ 0.53	\$ 0.48
Dividends Per Share	\$ 1.34	\$ 0.30

### **L BRANDS, INC.** **CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME** (in millions) (Unaudited)

	<b>First Quarter</b>	
	<b>2014</b>	<b>2013</b>
Net Income	\$ 157	\$ 143
Other Comprehensive Income (Loss), Net of Tax:		
Reclassification of Cash Flow Hedges to Earnings	6	(6)
Foreign Currency Translation	(2)	4
Unrealized Gain (Loss) on Cash Flow Hedges	(8)	1
Total Other Comprehensive Income (Loss), Net of Tax	(4)	(1)
Total Comprehensive Income	\$ 153	\$ 142

The accompanying Notes are an integral part of these Consolidated Financial Statements.

**L BRANDS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(in millions except per share amounts)

	May 3, 2014	February 1, 2014	May 4, 2013
	(Unaudited)		(Unaudited)
<b>ASSETS</b>			
Current Assets:			
Cash and Cash Equivalents	\$ 912	\$ 1,519	\$ 382
Accounts Receivable, Net	216	244	175
Inventories	1,219	1,165	1,115
Deferred Income Taxes	28	28	28
Other	210	194	204
Total Current Assets	2,585	3,150	1,904
Property and Equipment, Net	2,075	2,045	1,850
Goodwill	1,318	1,318	1,318
Trade Names and Other Intangible Assets, Net	411	411	412
Other Assets	274	274	292
Total Assets	<u>\$ 6,663</u>	<u>\$ 7,198</u>	<u>\$ 5,776</u>
<b>LIABILITIES AND EQUITY (DEFICIT)</b>			
Current Liabilities:			
Accounts Payable	\$ 555	\$ 599	\$ 561
Accrued Expenses and Other	661	787	653
Current Portion of Long-term Debt	214	215	—
Income Taxes	85	225	56
Total Current Liabilities	1,515	1,826	1,270
Deferred Income Taxes	217	210	206
Long-term Debt	4,758	4,761	4,475
Other Long-term Liabilities	782	770	819
Shareholders' Equity (Deficit):			
Preferred Stock - \$1.00 par value; 10 shares authorized; none issued	—	—	—
Common Stock - \$0.50 par value; 1,000 shares authorized; 309, 307 and 305 shares issued; 292, 291 and 289 shares outstanding, respectively	155	154	153
Paid-in Capital	342	302	206
Accumulated Other Comprehensive Income	36	40	3
Retained Earnings (Accumulated Deficit)	(351)	(118)	(616)
Less: Treasury Stock, at Average Cost; 17, 16 and 16 shares, respectively	(791)	(748)	(740)
Total L Brands, Inc. Shareholders' Equity (Deficit)	(609)	(370)	(994)
Noncontrolling Interest	—	1	—
Total Equity (Deficit)	(609)	(369)	(994)
Total Liabilities and Equity (Deficit)	<u>\$ 6,663</u>	<u>\$ 7,198</u>	<u>\$ 5,776</u>

The accompanying Notes are an integral part of these Consolidated Financial Statements.



**L BRANDS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in millions)  
(Unaudited)

	Year-to-Date	
	2014	2013
<b>Operating Activities:</b>		
Net Income	\$ 157	\$ 143
Adjustments to Reconcile Net Income to Net Cash Provided by (Used for) Operating Activities:		
Depreciation and Amortization of Long-lived Assets	110	100
Amortization of Landlord Allowances	(10)	(9)
Deferred Income Taxes	6	6
Share-based Compensation Expense	22	20
Excess Tax Benefits from Share-based Compensation	(35)	(20)
Changes in Assets and Liabilities:		
Accounts Receivable	28	27
Inventories	(54)	(112)
Accounts Payable, Accrued Expenses and Other	(206)	(165)
Income Taxes Payable	(106)	(116)
Other Assets and Liabilities	(1)	6
Net Cash Used for Operating Activities	(89)	(120)
<b>Investing Activities:</b>		
Capital Expenditures	(150)	(149)
Other Investing Activities	15	(9)
Net Cash Used for Investing Activities	(135)	(158)
<b>Financing Activities:</b>		
Repurchase of Common Stock	(43)	(55)
Dividends Paid	(392)	(87)
Excess Tax Benefits from Share-based Compensation	35	20
Proceeds from Exercise of Stock Options and Other	17	10
Net Cash Used for Financing Activities	(383)	(112)
Effects of Exchange Rate Changes on Cash and Cash Equivalents	—	(1)
Net Decrease in Cash and Cash Equivalents	(607)	(391)
Cash and Cash Equivalents, Beginning of Period	1,519	773
Cash and Cash Equivalents, End of Period	\$ 912	\$ 382

The accompanying Notes are an integral part of these Consolidated Financial Statements.

**L BRANDS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. Description of Business and Basis of Presentation**

***Description of Business***

L Brands, Inc. ("the Company") operates in the highly competitive specialty retail business. The Company is a specialty retailer of women's intimate and other apparel, beauty and personal care products and accessories. The Company sells its merchandise through company-owned specialty retail stores in the United States ("U.S."), Canada and the United Kingdom ("U.K."), which are primarily mall-based, and through its websites, catalogue and other channels. The Company's other international operations are primarily through franchise, license and wholesale partners. The Company currently operates the following retail brands:

- Victoria's Secret
- PINK
- Bath & Body Works
- La Senza
- Henri Bendel

***Fiscal Year***

The Company's fiscal year ends on the Saturday nearest to January 31. As used herein, "first quarter of 2014" and "first quarter of 2013" refer to the thirteen week periods ending May 3, 2014 and May 4, 2013, respectively.

***Basis of Consolidation***

The Consolidated Financial Statements include the accounts of the Company and its subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

The Company accounts for investments in unconsolidated entities where it exercises significant influence, but does not have control, using the equity method. Under the equity method of accounting, the Company recognizes its share of the investee net income or loss. Losses are only recognized to the extent the Company has positive carrying value related to the investee. Carrying values are only reduced below zero if the Company has an obligation to provide funding to the investee. The Company's share of net income or loss of unconsolidated entities from which the Company purchases merchandise or merchandise components is included in Costs of Goods Sold, Buying and Occupancy on the Consolidated Statements of Income. The Company's share of net income or loss of all other unconsolidated entities is included in Other Income on the Consolidated Statements of Income. The Company's equity investments are required to be tested for impairment when it is determined there may be an other than temporary loss in value.

***Interim Financial Statements***

The Consolidated Financial Statements as of and for the periods ended May 3, 2014 and May 4, 2013 are unaudited and are presented pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). These Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and Notes thereto contained in the Company's 2013 Annual Report on Form 10-K.

In the opinion of management, the accompanying Consolidated Financial Statements reflect all adjustments, which are of a normal recurring nature, necessary for a fair presentation of the results for the interim periods.

***Seasonality of Business***

Due to seasonal variations in the retail industry, the results of operations for any interim period are not necessarily indicative of the results expected for the full fiscal year.

***Concentration of Credit Risk***

The Company maintains cash and cash equivalents and derivative contracts with various major financial institutions. The Company monitors the relative credit standing of financial institutions with whom the Company transacts and limits the amount of credit exposure with any one entity. Currently, the Company's investment portfolio is comprised of U.S. government obligations, U.S. Treasury and AAA-rated money market funds, highly-rated commercial paper and bank deposits.

The Company also periodically reviews the relative credit standing of franchise, license and wholesale partners and other entities to which the Company grants credit terms in the normal course of business.

## ***Use of Estimates in the Preparation of Financial Statements***

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period, as well as the related disclosure of contingent assets and liabilities at the date of the financial statements. Actual results may differ from those estimates and the Company revises its estimates and assumptions as new information becomes available.

## **2. New Accounting Pronouncement**

### ***Revenue Recognition from Contracts with Customers***

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, *Revenue from Contracts with Customers*. This guidance requires companies to recognize revenue in a manner that depicts the transfer of promised goods or services to customers in amounts that reflect the consideration to which a company expects to be entitled in exchange for those goods or services. The new standard also will result in enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. This guidance will be effective beginning in fiscal year 2017 and early adoption is not permitted. The standard allows for either a full retrospective or a modified retrospective transition method. The Company is currently evaluating the impact of this standard on its consolidated results of operations, financial position and cash flows.

## **3. Earnings Per Share and Shareholders' Equity (Deficit)**

### ***Earnings Per Share***

Earnings per basic share are computed based on the weighted-average number of outstanding common shares. Earnings per diluted share include the weighted-average effect of dilutive options and restricted stock on the weighted-average shares outstanding.

The following table provides shares utilized for the calculation of basic and diluted earnings per share for the first quarter of 2014 and 2013:

	<b>First Quarter</b>	
	<b>2014</b>	<b>2013</b>
	<b>(in millions)</b>	
<b>Weighted-average Common Shares:</b>		
Issued Shares	308	305
Treasury Shares	(17)	(16)
<b>Basic Shares</b>	<b>291</b>	<b>289</b>
Effect of Dilutive Options and Restricted Stock	6	6
<b>Diluted Shares</b>	<b>297</b>	<b>295</b>
Anti-dilutive Options and Awards (a)	1	2

- (a) These options and awards were excluded from the calculation of diluted earnings per share because their inclusion would have been anti-dilutive.

## Shareholders' Equity (Deficit)

### Common Stock Repurchases

Under the authority of the Company's Board of Directors, the Company repurchased shares of its common stock under the following repurchase program during the first quarter of 2014 and 2013:

Repurchase Program	Amount Authorized  (in millions)	Shares Repurchased		Amount Repurchased		Average Stock Price of Shares Repurchased within Program
		2014	2013	2014	2013	
		(in thousands)		(in millions)		
November 2012 (a)	\$ 250	781	1,217	\$ 42	\$ 55	\$ 48.42

(a) The November 2012 repurchase program had \$134 million remaining as of May 3, 2014.

There were \$2 million share repurchases reflected in Accounts Payable on the May 3, 2014 Consolidated Balance Sheet. There were no share repurchases reflected in Accounts Payable as of May 4, 2013.

Subsequent to May 3, 2014, the Company repurchased an additional 45 thousand shares of common stock for \$2.4 million under the November 2012 repurchase program.

### Dividends

Under the authority and declaration of the Board of Directors, the Company paid the following dividends during the first quarter of 2014 and 2013:

	Ordinary Dividends	Special Dividends	Total Dividends	Total Paid
		(per share)		(in millions)
<b>2014</b>				
First Quarter	\$ 0.34	\$ 1.00	\$ 1.34	\$ 392
<b>2013</b>				
First Quarter	\$ 0.30	\$ —	\$ 0.30	\$ 87

## 4. Inventories

The following table provides details of inventories as of May 3, 2014, February 1, 2014 and May 4, 2013:

	May 3, 2014	February 1, 2014	May 4, 2013
		(in millions)	
Finished Goods Merchandise	\$ 1,138	\$ 1,073	\$ 1,038
Raw Materials and Merchandise Components	81	92	77
<b>Total Inventories</b>	<b>\$ 1,219</b>	<b>\$ 1,165</b>	<b>\$ 1,115</b>

Inventories are principally valued at the lower of cost, as determined by the weighted-average cost method, or market.

## 5. Property and Equipment, Net

The following table provides details of property and equipment, net as of May 3, 2014, February 1, 2014 and May 4, 2013:

	May 3, 2014	February 1, 2014 (in millions)	May 4, 2013
Property and Equipment, at Cost	\$ 5,184	\$ 5,101	\$ 4,805
Accumulated Depreciation and Amortization	(3,109)	(3,056)	(2,955)
<b>Property and Equipment, Net</b>	<b>\$ 2,075</b>	<b>\$ 2,045</b>	<b>\$ 1,850</b>

Depreciation expense was \$110 million and \$100 million for the first quarter of 2014 and 2013, respectively.

## 6. Equity Investments and Other

### *Third-party Apparel Sourcing Business*

On October 31, 2011, the Company divested 51% of its ownership interest in its third-party apparel sourcing business to affiliates of Sycamore Partners. The Company's remaining ownership interest is accounted for under the equity method of accounting.

In conjunction with the transaction, the Company entered into transition services agreements whereby the Company is providing support in various operational areas including logistics, technology and finance. The terms of these transition services arrangements vary and range from two months to three years with the last one expiring in October 2014.

In 2013, the Company received \$64 million in dividends from the third-party apparel sourcing business. These dividends reduced the Company's carrying value in the investment.

The Company's carrying value for this investment was \$5 million as of May 3, 2014, \$3 million as of February 1, 2014 and \$54 million as of May 4, 2013. The investment is included in Other Assets on the Consolidated Balance Sheets. The Company's share of net income (loss) from this investment is included in Other Income on the Consolidated Statements of Income.

### *Easton Investments*

The Company has land and other investments in Easton, a 1,300 acre planned community in Columbus, Ohio that integrates office, hotel, retail, residential and recreational space. These investments totaled \$99 million as of May 3, 2014, \$105 million as of February 1, 2014 and \$71 million as of May 4, 2013 and are recorded in Other Assets on the Consolidated Balance Sheets.

Included in the Company's Easton investments is an equity interest in Easton Town Center, LLC ("ETC"), an entity that owns and has developed a commercial entertainment and shopping center. The Company's investment in ETC is accounted for using the equity method of accounting. The Company has a majority financial interest in ETC, but another unaffiliated member manages ETC. Certain significant decisions regarding ETC require the consent of unaffiliated members in addition to the Company.

Also included in the Company's Easton investments is an equity interest in Easton Gateway, LLC ("EG"), an entity that owns and is developing a commercial shopping center in the Easton community. The Company has a majority financial interest in EG, but another unaffiliated member manages the activities that most significantly impact the economic performance of EG including leasing, tenant relationships and maintenance of the center. Certain significant decisions regarding EG require the consent of the unaffiliated member in addition to the Company. In April 2014, EG entered into a construction loan for financing related to the development of the commercial shopping center that matures in April 2017. In conjunction with the EG loan, the Company, along with the unaffiliated member, provided a guarantee of interest, certain expenses and a completion guarantee on the construction of the commercial shopping center.

The Company has concluded EG is a variable interest entity; however, the Company is not the primary beneficiary as defined in Accounting Standards Codification ("ASC") Topic 810, *Consolidation*, and, therefore, accounts for its investment in EG using the equity method of accounting. The Company's investment in EG totaled \$35 million as of May 3, 2014. The Company's estimated maximum potential loss from its involvement with EG totaled \$45 million. This includes the Company's equity investment of \$35 million and the Company's estimated maximum potential loss from its guarantees related to EG's construction loan of \$10 million. The estimated fair value of these guarantee obligations is not significant.

## 7. Income Taxes

The provision for income taxes is based on the current estimate of the annual effective tax rate and is adjusted as necessary for quarterly events. The Company's quarterly effective tax rate does not reflect a benefit associated with losses related to certain foreign subsidiaries.

For the first quarter of 2014, the Company's effective tax rate was 38.5% as compared to 39.3% in the first quarter of 2013. The first quarter 2014 and 2013 rates are generally consistent with the Company's estimated combined federal and state rates.

As of May 3, 2014, any unrecognized deferred income tax liability resulting from the Company's undistributed foreign earnings from non-U.S. subsidiaries is not expected to reverse in the foreseeable future; furthermore, the undistributed foreign earnings are permanently reinvested. If the Company elects to distribute these foreign earnings in the future, they could be subject to additional income taxes. Determination of the amount of any unrecognized deferred income tax liability on these undistributed foreign earnings is not practicable because such liability, if any, is dependent on circumstances existing if and when remittance occurs.

Income taxes paid were approximately \$197 million and \$200 million for the first quarter of 2014 and 2013, respectively.

## 8. Long-term Debt

The following table provides the Company's long-term debt balance as of May 3, 2014, February 1, 2014 and May 4, 2013:

	May 3, 2014	February 1, 2014	May 4, 2013
	(in millions)		
<b>Senior Unsecured Debt with Subsidiary Guarantee</b>			
\$1 billion, 5.625% Fixed Interest Rate Notes due February 2022 (“2022 Notes”)	\$ 1,000	\$ 1,000	\$ 1,000
\$1 billion, 6.625% Fixed Interest Rate Notes due April 2021 (“2021 Notes”)	1,000	1,000	1,000
\$500 million, 5.625% Fixed Interest Rate Notes due October 2023 (“2023 Notes”)	500	500	—
\$500 million, 8.50% Fixed Interest Rate Notes due June 2019, Less Unamortized Discount (“2019 Notes”)(a)	493	494	490
\$400 million, 7.00% Fixed Interest Rate Notes due May 2020 (“2020 Notes”)	400	400	400
Total Senior Unsecured Debt with Subsidiary Guarantee	\$ 3,393	\$ 3,394	\$ 2,890
<b>Senior Unsecured Debt</b>			
\$700 million, 6.90% Fixed Interest Rate Notes due July 2017, Less Unamortized Discount (“2017 Notes”)(b)	\$ 716	\$ 718	\$ 719
\$350 million, 6.95% Fixed Interest Rate Debentures due March 2033, Less Unamortized Discount (“2033 Notes”)	350	350	350
\$300 million, 7.60% Fixed Interest Rate Notes due July 2037, Less Unamortized Discount (“2037 Notes”)	299	299	299
5.25% Fixed Interest Rate Notes due November 2014, Less Unamortized Discount (“2014 Notes”)(c)	214	215	217
Total Senior Unsecured Debt	\$ 1,579	\$ 1,582	\$ 1,585
Total	\$ 4,972	\$ 4,976	\$ 4,475
Current Portion of Long-term Debt	(214)	(215)	—
Total Long-term Debt, Net of Current Portion	\$ 4,758	\$ 4,761	\$ 4,475

- (a) The balances include a fair value interest rate hedge adjustment which increased the debt balance by \$2 million as of May 3, 2014 and February 1, 2014.
- (b) The balances include a fair value interest rate hedge adjustment which increased the debt balance by \$17 million as of May 3, 2014, \$19 million as of February 1, 2014 and \$20 million as of May 4, 2013.
- (c) The principal balance outstanding was \$213 million as of May 3, 2014, February 1, 2014 and May 4, 2013. The balances include a fair value interest rate hedge adjustment which increased the debt balance by \$1 million as of May 3, 2014, \$3 million as of February 1, 2014 and \$4 million as of May 4, 2013.

### Issuance of Notes

In October 2013, the Company issued \$500 million of 5.625% notes due in October 2023 utilizing an existing shelf registration under which debt securities, common and preferred stock and other securities can be issued. The 2023 Notes are jointly and severally guaranteed on a full and unconditional basis by certain of the Company's 100% owned subsidiaries (such subsidiaries, the "Guarantors"). The proceeds from the issuance were \$495 million, which were net of issuance costs of \$5 million. These issuance costs are being amortized through the maturity date of October 2023 and are included within Other Assets on the February 1, 2014 and May 3, 2014 Consolidated Balance Sheets.

### ***Revolving Facility***

The Company maintains a secured revolving credit facility (“Revolving Facility”). The Revolving Facility has aggregate availability of \$1 billion and expires July 15, 2016. The fees related to committed and unutilized amounts per year are 0.325% per annum and the fees related to outstanding letters of credit are 1.75% per annum. In addition, the interest rate on outstanding borrowings is London Interbank Offered Rate (“LIBOR”) plus 1.75%.

The Revolving Facility contains fixed charge coverage and debt to EBITDA financial covenants. The Company is required to maintain a fixed charge coverage ratio of not less than 1.75 to 1.00 and a consolidated debt to consolidated EBITDA ratio not exceeding 4.00 to 1.00 for the most recent four-quarter period. In addition, the Revolving Facility provides that investments and restricted payments may be made, without limitation on amount, if (a) at the time of and after giving effect to such investment or restricted payment the ratio of consolidated debt to consolidated EBITDA for the most recent four-quarter period is less than 3.00 to 1.00 and (b) no default or event of default exists. As of May 3, 2014, the Company was in compliance with both of its financial covenants, the ratio of consolidated debt to consolidated EBITDA was less than 3.00 to 1.00 and no default or event of default existed.

As of May 3, 2014, there were no borrowings outstanding under the Revolving Facility.

### ***Letters of Credit***

The Revolving Facility supports the Company’s letter of credit program. The Company had \$8 million of outstanding letters of credit as of May 3, 2014 that reduce its remaining availability under the Revolving Facility.

### ***Fair Value Interest Rate Swap Arrangements***

For information related to the Company’s fair value interest rate swap arrangements, see Note 9, “Derivative Instruments.”

## **9. Derivative Instruments**

### ***Foreign Exchange Risk***

In January 2007, the Company entered into a series of cross-currency swaps related to approximately CAD\$470 million of Canadian dollar denominated intercompany loans. These cross-currency swaps mitigate the exposure to fluctuations in the U.S. dollar-Canadian dollar exchange rate related to the Company’s Canadian operations. The cross-currency swaps require the periodic exchange of fixed rate Canadian dollar interest payments for fixed rate U.S. dollar interest payments as well as exchange of Canadian dollar and U.S. dollar principal payments upon maturity. The cross-currency swaps mature between 2015 and 2018 at the same time as the related loans and are designated as cash flow hedges of foreign currency exchange risk. Changes in the U.S. dollar-Canadian dollar exchange rate and the related swap settlements result in reclassification of amounts from accumulated other comprehensive income to earnings to completely offset foreign currency transaction gains and losses recognized on the intercompany loans.

The following table provides a summary of the fair value and balance sheet classification of the derivative financial instruments designated as foreign exchange cash flow hedges as of May 3, 2014, February 1, 2014 and May 4, 2013:

	May 3, 2014	February 1, 2014	May 4, 2013
	(in millions)		
Other Long-term Liabilities	\$ 21	\$ 13	\$ 58

The following table provides a summary of the pre-tax financial statement effect of the gains and losses on the Company’s derivative instruments designated as foreign exchange cash flow hedges for the first quarter 2014 and 2013:

	Location	First Quarter	
		2014	2013
		(in millions)	
Gain (Loss) Recognized in Other Comprehensive Income	Other Comprehensive Income	\$ (8)	\$ 1
(Gain) Loss Reclassified from Accumulated Other Comprehensive Income into Other Income (a)	Other Income	6	(6)

- (a) Represents reclassification of amounts from accumulated other comprehensive income to earnings to completely offset foreign currency transaction gains and losses recognized on the intercompany loans. No ineffectiveness was associated with these foreign exchange cash flow hedges.



## Interest Rate Risk

### Interest Rate Designated Fair Value Hedges

In 2013, the Company entered into interest rate swap arrangements related to \$200 million of the outstanding 2017 Notes and \$200 million of the outstanding 2019 Notes. The interest rate swap arrangements effectively convert the fixed interest rate on the related debt to a variable interest rate based on LIBOR plus a fixed percentage.

The swap arrangements are designated as fair value hedges. The changes in the fair value of the interest rate swaps have an equal and offsetting impact to the carrying value of the debt on the balance sheet. The differential to be paid or received on the interest rate swap arrangements is accrued and recognized as an adjustment to interest expense.

In the past, the Company had entered into interest rate swap arrangements on the 2014 and 2017 Notes. In 2012, the Company terminated these interest rate designated fair value hedges. Both the carrying values of the 2014 and 2017 Notes include unamortized hedge settlements which are amortized as a reduction to interest expense through the respective maturity date of the Notes.

The following table provides a summary of the fair value and balance sheet classification of the derivative financial instruments designated as interest rate fair value hedges as of May 3, 2014, February 1, 2014 and May 4, 2013:

	May 3, 2014	February 1, 2014	May 4, 2013
	(in millions)		
Other Assets	\$ 3	\$ 5	\$ —

## 10. Fair Value Measurements

The following table provides a summary of the carrying value and estimated fair value of long-term debt as of May 3, 2014, February 1, 2014 and May 4, 2013:

	May 3, 2014	February 1, 2014	May 4, 2013
	(in millions)		
Carrying Value	\$ 4,972	\$ 4,976	\$ 4,475
Estimated Fair Value (a)	5,509	5,333	5,071

- (a) The estimated fair value of the Company's publicly traded debt is based on reported transaction prices which are considered Level 2 inputs in accordance with ASC Topic 820, *Fair Value Measurements and Disclosure*. The estimates presented are not necessarily indicative of the amounts that the Company could realize in a current market exchange.

The authoritative guidance included in ASC Topic 820, establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1 – Quoted market prices in active markets for identical assets or liabilities.
- Level 2 – Observable inputs other than quoted market prices included in Level 1, such as quoted prices of similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.



The following table provides a summary of assets and liabilities measured in the consolidated financial statements at fair value on a recurring basis as of May 3, 2014, February 1, 2014 and May 4, 2013:

	Level 1	Level 2	Level 3	Total
	(in millions)			
As of May 3, 2014				
Assets:				
Cash and Cash Equivalents	\$ 912	\$ —	\$ —	\$ 912
Interest Rate Designated Fair Value Hedges	—	3	—	3
Liabilities:				
Cross-currency Cash Flow Hedges	—	21	—	21
Lease Guarantees	—	—	1	1
As of February 1, 2014				
Assets:				
Cash and Cash Equivalents	\$ 1,519	\$ —	\$ —	\$ 1,519
Interest Rate Designated Fair Value Hedges	—	5	—	5
Liabilities:				
Cross-currency Cash Flow Hedges	—	13	—	13
Lease Guarantees	—	—	1	1
As of May 4, 2013				
Assets:				
Cash and Cash Equivalents	\$ 382	\$ —	\$ —	\$ 382
Liabilities:				
Cross-currency Cash Flow Hedges	—	58	—	58
Lease Guarantees	—	—	2	2

The Company's Level 2 fair value measurements are measured using market approach valuation techniques. The primary inputs to these techniques include benchmark interest rates and foreign currency exchange rates, as applicable to the underlying instruments.

The Company's Level 3 fair value measurements are measured using income approach valuation techniques. The primary inputs to these techniques include the guaranteed lease payments, discount rates, as well as the Company's assessment of the risk of default on guaranteed leases.

Management believes that the carrying values of accounts receivable, accounts payable and accrued expenses approximate fair value because of their short maturity.

The following table provides a reconciliation of the Company's lease guarantees measured at fair value on a recurring basis using unobservable inputs (Level 3) for the first quarter 2014 and 2013:

	First Quarter	
	2014	2013
	(in millions)	
Beginning Balance	\$ 1	\$ 2
Change in Estimated Fair Value Reported in Earnings	—	—
Ending Balance	<u>\$ 1</u>	<u>\$ 2</u>

The Company's lease guarantees include minimum rent and additional payments covering taxes, common area costs and certain other expenses and relate to leases that commenced prior to the disposition of certain businesses. The fair value of these lease guarantees is impacted by economic conditions, probability of rent obligation payments, period of obligation as well as the discount rate utilized. For additional information, see Note 12, "Commitments and Contingencies."

## 11. Comprehensive Income

The following table provides the rollforward of accumulated other comprehensive income for the first quarter 2014:

	Foreign Currency Translation	Cash Flow Hedges	Accumulated Other Comprehensive Income
	(in millions)		
<b>Balance as of February 1, 2014</b>	\$ 30	\$ 10	\$ 40
Other Comprehensive Income Before Reclassifications	(2)	(8)	(10)
Amounts Reclassified from Accumulated Other Comprehensive Income	—	6	6
Current-period Other Comprehensive Loss	(2)	(2)	(4)
<b>Balance as of May 3, 2014</b>	<u>\$ 28</u>	<u>\$ 8</u>	<u>\$ 36</u>

The following table provides the rollforward of accumulated other comprehensive income for the first quarter 2013:

	Foreign Currency Translation	Cash Flow Hedges	Accumulated Other Comprehensive Income
	(in millions)		
<b>Balance as of February 2, 2013</b>	\$ (10)	\$ 14	\$ 4
Other Comprehensive Income Before Reclassifications	4	1	5
Amounts Reclassified from Accumulated Other Comprehensive Income	—	(6)	(6)
Current-period Other Comprehensive Income (Loss)	4	(5)	(1)
<b>Balance as of May 4, 2013</b>	<u>\$ (6)</u>	<u>\$ 9</u>	<u>\$ 3</u>

The components of accumulated other comprehensive income above are presented net of tax as applicable.

The following table provides a summary of the reclassification adjustments out of accumulated other comprehensive income for the first quarter 2014 and 2013:

Details About Accumulated Other Comprehensive Income Components	Amount Reclassified from Accumulated Other Comprehensive Income		Location on Consolidated Statement of Income
	First Quarter		
	2014	2013	
	(in millions)		
Cash Flow Hedges (Gain) Loss	\$ 6	\$ (6)	Other Income
	—	—	Provision for Income Taxes
	\$ 6	\$ (6)	Net Income

## 12. Commitments and Contingencies

The Company is subject to various claims and contingencies related to lawsuits, taxes, insurance, regulatory and other matters arising out of the normal course of business. Actions filed against the Company from time to time include commercial, tort, intellectual property, customer, employment, data privacy, securities and other claims, including purported class action lawsuits. Management believes that the ultimate liability arising from such claims and contingencies, if any, is not likely to have a material adverse effect on the Company's results of operations, financial condition or cash flows.

In July 2009, a complaint was filed against the Company for patent infringement in the United States District Court for the Eastern District of Texas. The complaint sought monetary damages, costs, attorneys' fees, and injunctive relief. In November 2011, a jury found in favor of the plaintiff and awarded damages of \$9 million for infringement from 2007 through 2011 and the trial court awarded future royalty payments through 2015. In January 2013, the Company appealed the judgment against the Company with the Court of Appeals for the Federal Circuit. Shortly before the Company's appeal was filed, the Federal Court of Appeals ruled in another proceeding involving a different company, that the patents in the Company's case were invalid. On January 14, 2014, the U.S. Supreme Court denied the plaintiff's petition to overturn the Federal Circuit's finding that their patents are invalid. In the Company's matter, although their patents were found to be invalid, the plaintiff has decided to move forward with the appeal process. Based on the decision that the plaintiff's patents are invalid and on the Company's

other arguments, the Company believes the Federal Court of Appeals should grant the Company's appeal. The Company intends to vigorously defend against this action.

### ***Guarantees***

In connection with the disposition of certain businesses, the Company has remaining guarantees of approximately \$38 million related to lease payments of Express, Limited Stores, Abercrombie & Fitch, Dick's Sporting Goods and New York & Company under the current terms of noncancelable leases expiring at various dates through 2018. These guarantees include minimum rent and additional payments covering taxes, common area costs and certain other expenses and relate to leases that commenced prior to the disposition of the businesses. In certain instances, the Company's guarantee may remain in effect if the term of a lease is extended.

The Company's guarantees related to Express, Limited Stores and New York & Company require fair value accounting in accordance with GAAP in effect at the time of these divestitures. The guaranteed lease payments related to Express, Limited Stores and New York & Company totaled \$19 million as of May 3, 2014, \$22 million as of February 1, 2014 and \$32 million as of May 4, 2013. The estimated fair value of these guarantee obligations was \$1 million as of May 3, 2014 and February 1, 2014 and \$2 million as of May 4, 2013, and is included in Other Long-term Liabilities on the Consolidated Balance Sheets.

The Company's guarantees related to Abercrombie & Fitch and Dick's Sporting Goods are not subject to fair value accounting, but require that a loss be accrued when probable and reasonably estimable based on GAAP in effect at the time of these divestitures. The Company had no liability recorded with respect to any of the guarantee obligations as it concluded that payments under these guarantees were not probable as of May 3, 2014, February 1, 2014 and May 4, 2013.

In connection with the Company's investment in Easton Gateway, LLC, an entity that owns and is developing a commercial shopping center in the Easton community, the Company, along with an unaffiliated member, provided a guarantee of interest, certain expenses and a completion guarantee on the construction of the commercial shopping center. For additional information, see Note 6, "Equity Investments and Other."

### **13. Retirement Benefits**

The Company sponsors a tax-qualified defined contribution retirement plan and a non-qualified supplemental retirement plan for substantially all of its associates within the U.S. Participation in the tax-qualified plan is available to associates who meet certain age and service requirements. Participation in the non-qualified plan is available to associates who meet certain age, service, job level and compensation requirements.

The qualified plan permits participating associates to elect contributions up to the maximum limits allowable under the Internal Revenue Code. The Company matches associate contributions according to a predetermined formula and contributes additional amounts based on a percentage of the associates' eligible annual compensation and years of service. Associate contributions and Company matching contributions vest immediately. Additional Company contributions and the related investment earnings are subject to vesting based on years of service. Total expense recognized related to the qualified plan was \$16 million for the first quarter of 2014 and \$15 million for the first quarter of 2013.

The non-qualified plan is an unfunded plan which provides benefits beyond the Internal Revenue Code limits for qualified defined contribution plans. The plan permits participating associates to elect contributions up to a maximum percentage of eligible compensation. The Company matches associate contributions according to a predetermined formula and contributes additional amounts based on a percentage of the associates' eligible compensation and years of service. The plan also permits participating associates to defer additional compensation up to a maximum amount which the Company does not match. Associates' accounts are credited with interest using a rate determined by the Company. Associate contributions and the related interest vest immediately. Company contributions, along with related interest, are subject to vesting based on years of service. Associates may elect in-service distributions for the unmatched additional deferred compensation component only. The remaining vested portion of associates' accounts in the plan will be distributed upon termination of employment in either a lump sum or in annual installments over a specified period of up to 10 years. Total expense recognized related to the non-qualified plan was \$6 million for both the first quarter of 2014 and 2013.

### **14. Segment Information**

In the first quarter of 2014, the Company announced a change in its reportable segments. Results from company-owned Victoria's Secret and Bath & Body Works stores in Canada were reclassified from Other into the corresponding Victoria's Secret and Bath & Body Works segments. Additionally, a new segment called Victoria's Secret and Bath & Body Works International was created which includes the Victoria's Secret and Bath & Body Works company-owned and franchised stores outside of North America. Therefore, beginning in 2014, the Company has three reportable segments: Victoria's Secret, Bath & Body Works and Victoria's Secret and Bath & Body Works International. While this reporting change did not impact the

Company's consolidated results, the segment data has been recast to be consistent for all periods presented throughout the financial statements and accompanying footnotes.

The Victoria's Secret segment sells women's intimate and other apparel, personal care and beauty products under the Victoria's Secret and PINK brand names. Victoria's Secret merchandise is sold through retail stores located in the U.S. and Canada, its website, [www.VictoriasSecret.com](http://www.VictoriasSecret.com), and its catalogue.

The Bath & Body Works segment sells personal care, soaps, sanitizers and home fragrance products under the Bath & Body Works, White Barn Candle Company, C.O. Bigelow and other brand names. Bath & Body Works merchandise is sold at retail stores located in the U.S. and Canada and through its website, [www.BathandBodyWorks.com](http://www.BathandBodyWorks.com).

The Victoria's Secret and Bath & Body Works International segment includes the Victoria's Secret and Bath & Body Works company-owned and franchised stores located outside of North America. These businesses include the following:

- Victoria's Secret Beauty and Accessories stores operated by partners under franchise or wholesale agreements, which feature Victoria's Secret branded beauty and accessories products;
- Victoria's Secret International full assortment stores, comprised of company-owned stores in the U.K., as well as stores operated by partners under franchise agreements; and
- Bath & Body Works International stores operated by partners under franchise agreements.

Other consists of the following:

- Mast Global, a merchandise sourcing and production function serving the Company and its international partners;
- La Senza, comprised of company-owned stores in Canada, as well as stores operated by partners under franchise and licensing agreements, which feature women's intimate apparel;
- Henri Bendel, operator of 29 specialty stores, which feature handbags, jewelry and accessories; and
- Corporate functions including non-core real estate, equity investments and other governance functions such as treasury and tax.

The following table provides the Company's segment information for the first quarter 2014 and 2013:

	Victoria's Secret	Bath & Body Works	Victoria's Secret and Bath & Body Works International (in millions)	Other	Total
<b>2014</b>					
<b>First Quarter:</b>					
Net Sales	\$ 1,604	\$ 582	\$ 71	\$ 134	\$ 2,391
Operating Income (Loss)	278	80	15	(37)	336
<b>2013</b>					
<b>First Quarter:</b>					
Net Sales	\$ 1,544	\$ 561	\$ 40	\$ 123	\$ 2,268
Operating Income (Loss)	264	74	4	(31)	311

The Company's international sales include sales from company-owned stores, royalty revenue from franchise arrangements, wholesale revenues and direct sales shipped internationally. The Company's international sales across all segments totaled \$295 million and \$251 million for the first quarter of 2014 and 2013, respectively.

## 15. Supplemental Guarantor Financial Information

The Company's 2019 Notes, 2020 Notes, 2021 Notes, 2022 Notes and 2023 Notes are jointly and severally guaranteed on a full and unconditional basis by certain of the Company's 100% owned subsidiaries. The Company is a holding company and its most significant assets are the stock of its subsidiaries. The Guarantors represent: (a) substantially all of the sales of the Company's domestic subsidiaries, (b) more than 90% of the assets owned by the Company's domestic subsidiaries, other than real property, certain other assets and intercompany investments and balances and (c) more than 95% of the accounts receivable and inventory directly owned by the Company's domestic subsidiaries.

The following supplemental financial information sets forth for the Company and its guarantor and non-guarantor subsidiaries: the Condensed Consolidating Balance Sheets as of May 3, 2014, February 1, 2014 and May 4, 2013 and the Condensed Consolidating Statements of Income, Comprehensive Income and Cash Flows for the periods ended May 3, 2014 and May 4, 2013.

**L BRANDS, INC.**  
**CONDENSED CONSOLIDATING BALANCE SHEETS**  
(in millions)  
(Unaudited)

	May 3, 2014				
	L Brands, Inc.	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated L Brands, Inc.
<b>ASSETS</b>					
Current Assets:					
Cash and Cash Equivalents	\$ —	\$ 748	\$ 164	\$ —	\$ 912
Accounts Receivable, Net	2	147	67	—	216
Inventories	—	1,044	175	—	1,219
Deferred Income Taxes	—	44	(16)	—	28
Other	—	122	88	—	210
Total Current Assets	2	2,105	478	—	2,585
Property and Equipment, Net	—	1,212	863	—	2,075
Goodwill	—	1,318	—	—	1,318
Trade Names and Other Intangible Assets, Net	—	411	—	—	411
Net Investments in and Advances to/from Consolidated Affiliates	4,207	14,988	1,267	(20,462)	—
Other Assets	182	19	684	(611)	274
Total Assets	<u>\$ 4,391</u>	<u>\$ 20,053</u>	<u>\$ 3,292</u>	<u>\$ (21,073)</u>	<u>\$ 6,663</u>
<b>LIABILITIES AND EQUITY (DEFICIT)</b>					
Current Liabilities:					
Accounts Payable	\$ 3	\$ 290	\$ 262	\$ —	\$ 555
Accrued Expenses and Other	63	354	244	—	661
Current Portion of Long-term Debt	214	—	—	—	214
Income Taxes	—	23	62	—	85
Total Current Liabilities	280	667	568	—	1,515
Deferred Income Taxes	(4)	(19)	240	—	217
Long-term Debt	4,758	597	—	(597)	4,758
Other Long-term Liabilities	2	583	212	(15)	782
Total Equity (Deficit)	(645)	18,225	2,272	(20,461)	(609)
Total Liabilities and Equity (Deficit)	<u>\$ 4,391</u>	<u>\$ 20,053</u>	<u>\$ 3,292</u>	<u>\$ (21,073)</u>	<u>\$ 6,663</u>

**L BRANDS, INC.**  
**CONDENSED CONSOLIDATING BALANCE SHEETS**  
(in millions)

	February 1, 2014				
	L Brands, Inc.	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated L Brands, Inc.
<b>ASSETS</b>					
Current Assets:					
Cash and Cash Equivalents	\$ —	\$ 1,353	\$ 166	\$ —	\$ 1,519
Accounts Receivable, Net	—	173	71	—	244
Inventories	—	966	199	—	1,165
Deferred Income Taxes	—	44	(16)	—	28
Other	—	105	89	—	194
Total Current Assets	—	2,641	509	—	3,150
Property and Equipment, Net	—	1,197	848	—	2,045
Goodwill	—	1,318	—	—	1,318
Trade Names and Other Intangible Assets, Net	—	411	—	—	411
Net Investments in and Advances to/from Consolidated Affiliates	4,468	14,065	1,099	(19,632)	—
Other Assets	186	19	680	(611)	274
Total Assets	<u>\$ 4,654</u>	<u>\$ 19,651</u>	<u>\$ 3,136</u>	<u>\$ (20,243)</u>	<u>\$ 7,198</u>
<b>LIABILITIES AND EQUITY (DEFICIT)</b>					
Current Liabilities:					
Accounts Payable	\$ 3	\$ 316	\$ 280	\$ —	\$ 599
Accrued Expenses and Other	86	410	291	—	787
Current Portion of Long-term Debt	215	—	—	—	215
Income Taxes	(1)	176	50	—	225
Total Current Liabilities	303	902	621	—	1,826
Deferred Income Taxes	(4)	(27)	241	—	210
Long-term Debt	4,761	597	—	(597)	4,761
Other Long-term Liabilities	3	581	201	(15)	770
Total Equity (Deficit)	(409)	17,598	2,073	(19,631)	(369)
Total Liabilities and Equity (Deficit)	<u>\$ 4,654</u>	<u>\$ 19,651</u>	<u>\$ 3,136</u>	<u>\$ (20,243)</u>	<u>\$ 7,198</u>

**L BRANDS, INC.**  
**CONDENSED CONSOLIDATING BALANCE SHEETS**  
(in millions)  
(Unaudited)

	May 4, 2013				
	L Brands, Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated L Brands, Inc.
<b>ASSETS</b>					
Current Assets:					
Cash and Cash Equivalents	\$ —	\$ 166	\$ 216	\$ —	\$ 382
Accounts Receivable, Net	—	120	55	—	175
Inventories	—	961	154	—	1,115
Deferred Income Taxes	—	38	(10)	—	28
Other	2	127	75	—	204
Total Current Assets	2	1,412	490	—	1,904
Property and Equipment, Net	—	1,033	817	—	1,850
Goodwill	—	1,318	—	—	1,318
Trade Names and Other Intangible Assets, Net	—	411	1	—	412
Net Investments in and Advances to/from Consolidated Affiliates	3,352	13,765	323	(17,440)	—
Other Assets	186	8	710	(612)	292
Total Assets	<u>\$ 3,540</u>	<u>\$ 17,947</u>	<u>\$ 2,341</u>	<u>\$ (18,052)</u>	<u>\$ 5,776</u>
<b>LIABILITIES AND EQUITY (DEFICIT)</b>					
Current Liabilities:					
Accounts Payable	\$ —	\$ 296	\$ 265	\$ —	\$ 561
Accrued Expenses and Other	62	342	249	—	653
Income Taxes	—	32	24	—	56
Total Current Liabilities	62	670	538	—	1,270
Deferred Income Taxes	(4)	(4)	214	—	206
Long-term Debt	4,475	597	—	(597)	4,475
Other Long-term Liabilities	4	630	200	(15)	819
Total Equity (Deficit)	(997)	16,054	1,389	(17,440)	(994)
Total Liabilities and Equity (Deficit)	<u>\$ 3,540</u>	<u>\$ 17,947</u>	<u>\$ 2,341</u>	<u>\$ (18,052)</u>	<u>\$ 5,776</u>

**L BRANDS, INC.**  
**CONDENSED CONSOLIDATING STATEMENTS OF INCOME**  
(in millions)  
(Unaudited)

	First Quarter 2014				
	L Brands, Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated L Brands, Inc.
Net Sales	\$ —	\$ 2,198	\$ 835	\$ (642)	\$ 2,391
Costs of Goods Sold, Buying and Occupancy	—	(1,346)	(678)	615	(1,409)
Gross Profit	—	852	157	(27)	982
General, Administrative and Store Operating Expenses	(3)	(561)	(110)	28	(646)
Operating Income (Loss)	(3)	291	47	1	336
Interest Expense	(84)	(7)	(2)	9	(84)
Other Income	—	—	3	—	3
Income (Loss) Before Income Taxes	(87)	284	48	10	255
Provision (Benefit) for Income Taxes	(1)	62	37	—	98
Equity in Earnings (Loss), Net of Tax	243	191	169	(603)	—
Net Income (Loss)	\$ 157	\$ 413	\$ 180	\$ (593)	\$ 157

**L BRANDS, INC.**  
**CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME**  
(in millions)  
(Unaudited)

	First Quarter 2014				
	L Brands, Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated L Brands, Inc.
Net Income (Loss)	\$ 157	\$ 413	\$ 180	\$ (593)	\$ 157
Other Comprehensive Income (Loss), Net of Tax:					
Reclassification of Cash Flow Hedges to Earnings	—	—	6	—	6
Foreign Currency Translation	—	—	(2)	—	(2)
Unrealized Gain (Loss) on Cash Flow Hedges	—	—	(8)	—	(8)
Total Other Comprehensive Income, Net of Tax	—	—	(4)	—	(4)
Total Comprehensive Income (Loss)	\$ 157	\$ 413	\$ 176	\$ (593)	\$ 153



**L BRANDS, INC.**  
**CONDENSED CONSOLIDATING STATEMENTS OF INCOME**  
(in millions)  
(Unaudited)

	First Quarter 2013				
	L Brands, Inc.	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated L Brands, Inc.
Net Sales	\$ —	\$ 2,073	\$ 748	\$ (553)	\$ 2,268
Costs of Goods Sold, Buying and Occupancy	—	(1,246)	(610)	529	(1,327)
Gross Profit	—	827	138	(24)	941
General, Administrative and Store Operating Expenses	(2)	(552)	(100)	24	(630)
Operating Income (Loss)	(2)	275	38	—	311
Interest Expense	(79)	(6)	(3)	9	(79)
Other Income	—	—	3	—	3
Income (Loss) Before Income Taxes	(81)	269	38	9	235
Provision for Income Taxes	—	64	28	—	92
Equity in Earnings (Loss), Net of Tax	224	53	37	(314)	—
Net Income (Loss)	\$ 143	\$ 258	\$ 47	\$ (305)	\$ 143

**L BRANDS, INC.**  
**CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME**  
(in millions)  
(Unaudited)

	First Quarter 2013				
	L Brands, Inc.	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated L Brands, Inc.
Net Income (Loss)	\$ 143	\$ 258	\$ 47	\$ (305)	\$ 143
Other Comprehensive Income (Loss), Net of Tax:					
Reclassification of Cash Flow Hedges to Earnings	—	—	(6)	—	(6)
Foreign Currency Translation	—	—	4	—	4
Unrealized Gain (Loss) on Cash Flow Hedges	—	—	1	—	1
Total Other Comprehensive Income (Loss), Net of Tax	—	—	(1)	—	(1)
Total Comprehensive Income (Loss)	\$ 143	\$ 258	\$ 46	\$ (305)	\$ 142

**L BRANDS, INC.**  
**CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS**  
(in millions)  
(Unaudited)

	Year-to-Date 2014				
	L Brands, Inc.	Guarantor Subsidiaries	Non- guarantor Subsidiaries	Eliminations	Consolidated L Brands, Inc.
Net Cash Provided by (Used for) Operating Activities	\$ (108)	\$ (21)	\$ 40	\$ —	\$ (89)
<b>Investing Activities:</b>					
Capital Expenditures	—	(92)	(58)	—	(150)
Other Investing Activities	—	—	15	—	15
Net Cash Used for Investing Activities	—	(92)	(43)	—	(135)
<b>Financing Activities:</b>					
Repurchase of Common Stock	(43)	—	—	—	(43)
Dividends Paid	(392)	—	—	—	(392)
Excess Tax Benefits from Share-based Compensation	—	30	5	—	35
Net Financing Activities and Advances to/from Consolidated Affiliates	526	(522)	(4)	—	—
Proceeds from Exercise of Stock Options and Other	17	—	—	—	17
Net Cash Provided by (Used for) Financing Activities	108	(492)	1	—	(383)
Effects of Exchange Rate Changes on Cash and Cash Equivalents	—	—	—	—	—
Net Decrease in Cash and Cash Equivalents	—	(605)	(2)	—	(607)
Cash and Cash Equivalents, Beginning of Period	—	1,353	166	—	1,519
Cash and Cash Equivalents, End of Period	\$ —	\$ 748	\$ 164	\$ —	\$ 912

**L BRANDS, INC.**  
**CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS**  
(in millions)  
(Unaudited)

	Year-to-Date 2013				
	L Brands, Inc.	Guarantor Subsidiaries	Non-guarantor Subsidiaries	Eliminations	Consolidated L Brands, Inc.
Net Cash Provided by (Used for) Operating Activities	\$ (96)	\$ (11)	\$ (13)	\$ —	\$ (120)
<b>Investing Activities:</b>					
Capital Expenditures	—	(97)	(52)	—	(149)
Net Investments in Consolidated Affiliates	—	—	(112)	112	—
Other Investing Activities	—	—	(9)	—	(9)
Net Cash Provided by (Used for) Investing Activities	—	(97)	(173)	112	(158)
<b>Financing Activities:</b>					
Repurchase of Common Stock	(55)	—	—	—	(55)
Dividends Paid	(87)	—	—	—	(87)
Excess Tax Benefits from Share-based Compensation	—	16	4	—	20
Net Financing Activities and Advances to/from Consolidated Affiliates	228	(159)	43	(112)	—
Proceeds from Exercise of Stock Options and Other	10	—	—	—	10
Net Cash Provided by (Used for) Financing Activities	96	(143)	47	(112)	(112)
Effects of Exchange Rate Changes on Cash and Cash Equivalents	—	—	(1)	—	(1)
Net Decrease in Cash and Cash Equivalents	—	(251)	(140)	—	(391)
Cash and Cash Equivalents, Beginning of Period	—	417	356	—	773
Cash and Cash Equivalents, End of Period	\$ —	\$ 166	\$ 216	\$ —	\$ 382

Review Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders  
of L Brands, Inc.:

We have reviewed the consolidated balance sheets of L Brands, Inc. and subsidiaries (the “Company”) as of May 3, 2014 and May 4, 2013, and the related consolidated statements of income, comprehensive income and cash flows for the thirteen week periods ended May 3, 2014 and May 4, 2013. These financial statements are the responsibility of the Company’s management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the consolidated interim financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of L Brands, Inc. and subsidiaries as of February 1, 2014, and the related consolidated statements of income, comprehensive income, total equity (deficit), and cash flows for the year then ended (not presented herein) and we expressed an unqualified audit opinion on those consolidated financial statements in our report dated March 21, 2014. In our opinion, the accompanying consolidated balance sheet of L Brands, Inc. and subsidiaries as of February 1, 2014, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP

Columbus, Ohio  
June 6, 2014

## **SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION ACT OF 1995**

### **Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995**

L Brands, Inc. cautions any forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) contained in this report or made by our company or our management involve risks and uncertainties and are subject to change based on various factors, many of which are beyond our control. Accordingly, our future performance and financial results may differ materially from those expressed or implied in any such forward-looking statements. Words such as “estimate,” “project,” “plan,” “believe,” “expect,” “anticipate,” “intend,” “planned,” “potential” and any similar expressions may identify forward-looking statements. Risks associated with the following factors, among others, in some cases have affected and in the future could affect our financial performance and actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements included in this report or otherwise made by our company or our management:

- general economic conditions, consumer confidence, consumer spending patterns and market disruptions including severe weather conditions, natural disasters, health hazards, terrorist activities, financial crises, political crises or other major events, or the prospect of these events;
- the seasonality of our business;
- the dependence on a high volume of mall traffic and the availability of suitable store locations on appropriate terms;
- our ability to grow through new store openings and existing store remodels and expansions;
- our ability to successfully expand into global markets and related risks;
- our relationships with independent licensees and franchisees;
- our direct channel businesses;
- our failure to protect our reputation and our brand images;
- our failure to protect our trade names, trademarks and patents;
- the highly competitive nature of the retail industry generally and the segments in which we operate particularly;
- consumer acceptance of our products and our ability to keep up with fashion trends, develop new merchandise and launch new product lines successfully;
- our ability to source, distribute and sell goods and materials on a global basis, including risks related to:
  - political instability;
  - duties, taxes and other charges;
  - legal and regulatory matters;
  - volatility in currency exchange rates;
  - local business practices and political issues;
  - potential delays or disruptions in shipping and transportation and related pricing impacts;
  - disruption due to labor disputes; and
  - changing expectations regarding product safety due to new legislation;
- fluctuations in foreign currency exchange rates;
- stock price volatility;
- our failure to maintain our credit rating;
- our ability to service or refinance our debt;
- our ability to retain key personnel;
- our ability to attract, develop and retain qualified employees and manage labor costs;
- the inability of our manufacturers to deliver products in a timely manner and meet quality standards;
- fluctuations in product input costs;
- fluctuations in energy costs;
- increases in the costs of mailing, paper and printing;
- claims arising from our self-insurance;
- our ability to implement and maintain information technology systems and to protect associated data;
- our failure to maintain the security of customer, associate, supplier or company information;
- our failure to comply with regulatory requirements;
- tax matters; and
- legal and compliance matters.

We are not under any obligation and do not intend to make publicly available any update or other revisions to any of the forward-looking statements contained in this report to reflect circumstances existing after the date of this report or to reflect the occurrence of future events even if experience or future events make it clear that any expected results expressed or implied by those forward-looking statements will not be realized. Additional information regarding these and other factors can be found in “Item 1A. Risk Factors” in our 2013 Annual Report on Form 10-K.

## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of financial condition and results of operations are based upon our Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The following information should be read in conjunction with our financial statements and the related notes included in Item 1. Financial Statements.

### Executive Overview

In the first quarter of 2014, our operating income increased \$25 million, or 8%, to \$336 million and our operating income rate improved to 14.1% from 13.7%. Net sales increased \$123 million to \$2.391 billion and comparable store sales increased 2%. At Victoria's Secret, sales increased 4% and operating income increased 5%. At Bath & Body Works, sales increased 4% and operating income increased 9%. At Victoria's Secret and Bath & Body Works International, sales increased 78% and operating income increased 251%. For additional information related to our first quarter 2014 financial performance, see “Results of Operations.”

The global retail sector and our business continue to face an uncertain environment and, as a result, we continue to take a conservative stance with respect to the financial management of our business. We will continue to manage our business carefully and focus on the execution of the retail fundamentals.

At the same time, we are aggressively focusing on bringing compelling merchandise assortments and marketing, store and online experiences to our customers. We will look for, and capitalize on, those opportunities available to us in this environment. We believe that our brands, which lead their categories and offer high emotional content to customers at accessible prices, are well positioned.

### Company-Owned Store Data

The following table compares the first quarter of 2014 store data to the first quarter of 2013:

	First Quarter		
	2014	2013	% Change
<b><u>Sales per Average Selling Square Foot</u></b>			
Victoria's Secret U.S.	\$ 187	\$ 186	1 %
Bath & Body Works U.S.	136	131	4 %
<b><u>Sales per Average Store (in thousands)</u></b>			
Victoria's Secret U.S.	\$ 1,126	\$ 1,124	— %
Bath & Body Works U.S.	320	310	3 %
<b><u>Average Store Size (selling square feet)</u></b>			
Victoria's Secret U.S.	6,017	6,035	— %
Bath & Body Works U.S.	2,362	2,363	— %
<b><u>Total Selling Square Feet (in thousands)</u></b>			
Victoria's Secret U.S.	6,408	6,149	4 %
Bath & Body Works U.S.	3,668	3,706	(1)%

The following table compares first quarter of 2014 company-owned store data to the first quarter of 2013:

<b>Number of Stores (a)</b>	<b>First Quarter</b>	
	<b>2014</b>	<b>2013</b>
<b>Victoria's Secret U.S.</b>		
Beginning of Period	1,060	1,019
Opened	7	4
Closed	(2)	(4)
End of Period	1,065	1,019
<b>Victoria's Secret Canada</b>		
Beginning of Period	34	26
Opened	1	—
Closed	—	—
End of Period	35	26
<b>Bath &amp; Body Works U.S.</b>		
Beginning of Period	1,559	1,571
Opened	1	—
Closed	(7)	(3)
End of Period	1,553	1,568
<b>Bath &amp; Body Works Canada</b>		
Beginning of Period	79	71
Opened	3	1
Closed	(1)	—
End of Period	81	72
<b>Victoria's Secret U.K.</b>		
Beginning of Period	5	2
Opened	2	—
Closed	—	—
End of Period	7	2
<b>La Senza</b>		
Beginning of Period	157	158
Opened	—	—
Closed	(4)	(1)
End of Period	153	157
<b>Henri Bendel</b>		
Beginning of Period	29	29
Opened	—	—
Closed	—	—
End of Period	29	29
<b>Total</b>		
Beginning of Period	2,923	2,876
Opened	14	5
Closed	(14)	(8)
End of Period	2,923	2,873

(a) Number of stores excludes independently owned Victoria's Secret, Bath & Body Works and La Senza stores operated by licensees and franchisees.

## Franchise Store Data

The following table compares the first quarter of 2014 franchise store data to the first quarter of 2013:

<b>Number of Stores</b>	<b>First Quarter</b>	
	<b>2014</b>	<b>2013</b>
<b>Victoria's Secret Beauty &amp; Accessories</b>		
Beginning of Period	198	108
Opened	13	20
Closed	(2)	(2)
End of Period	209	126
<b>Victoria's Secret International (Full Assortment)</b>		
Beginning of Period	4	3
Opened	2	—
Closed	—	—
End of Period	6	3
<b>Bath &amp; Body Works International</b>		
Beginning of Period	55	38
Opened	4	5
Closed	—	—
End of Period	59	43
<b>La Senza International</b>		
Beginning of Period	331	339
Opened	—	10
Closed	(3)	(8)
End of Period	328	341
<b>Total</b>		
Beginning of Period	588	488
Opened	19	35
Closed	(5)	(10)
End of Period	602	513

## Segment Reporting Change

In the first quarter of 2014, we announced a change in our reportable segments. Results from company-owned Victoria's Secret and Bath & Body Works stores in Canada were reclassified from Other into the corresponding Victoria's Secret and Bath & Body Works segments. Additionally, a new segment called Victoria's Secret and Bath & Body Works International was created which includes the Victoria's Secret and Bath & Body Works company-owned and franchised stores outside of North America. Therefore, beginning in 2014, we have three reportable segments: Victoria's Secret, Bath & Body Works and Victoria's Secret and Bath & Body Works International. While this reporting change did not impact our consolidated results, the segment data has been recast to be consistent for all periods presented throughout the financial statements and accompany footnotes and Management's Discussion and Analysis of Financial Condition and Results of Operations.



## Results of Operations

### First Quarter of 2014 Compared to First Quarter of 2013

#### Operating Income

The following table provides our segment operating income (loss) and operating income rates (expressed as a percentage of net sales) for the first quarter of 2014 in comparison to the first quarter of 2013:

First Quarter			Operating Income Rate	
	2014	2013	2014	2013
	(in millions)			
Victoria's Secret	\$ 278	\$ 264	17.3 %	17.1 %
Bath & Body Works	80	74	13.7 %	13.1 %
Victoria's Secret and Bath & Body Works International	15	4	21.9 %	10.9 %
Other (a)	(37)	(31)	(27.7)%	(25.2)%
Total Operating Income	\$ 336	\$ 311	14.1 %	13.7 %

(a) Includes Mast Global, La Senza, Henri Bendel and Corporate.

For the first quarter of 2014, operating income increased \$25 million, or 8%, to \$336 million and the operating income rate increased to 14.1% from 13.7%. The drivers of the operating income results are discussed in the following sections.

#### Net Sales

The following table provides net sales for the first quarter of 2014 in comparison to the first quarter of 2013:

First Quarter	2014	2013	% Change
	(in millions)		
Victoria's Secret Stores (a)	\$ 1,246	\$ 1,185	5 %
Victoria's Secret Direct	358	359	— %
Total Victoria's Secret	1,604	1,544	4 %
Bath & Body Works Stores (a)	530	517	3 %
Bath & Body Works Direct	52	44	18 %
Total Bath & Body Works	582	561	4 %
Victoria's Secret and Bath & Body Works International (b)	71	40	78 %
Other (c)	134	123	9 %
Total Net Sales	\$ 2,391	\$ 2,268	5 %

(a) Includes company-owned stores in the United States and Canada.

(b) Includes Victoria's Secret and Bath & Body Works company-owned and franchised stores outside of North America.

(c) Includes Mast Global, La Senza, Henri Bendel and Corporate.

The following table provides a reconciliation of net sales for the first quarter of 2014 to the first quarter of 2013:

First Quarter	Victoria's Secret	Bath & Body Works	Victoria's Secret and Bath & Body Works International	Other	Total
	(in millions)				
2013 Net Sales	\$ 1,544	\$ 561	\$ 40	\$ 123	\$ 2,268
Comparable Store Sales	24	9	5	(1)	37
Sales Associated with New, Closed, and Non-comparable Remodeled Stores, Net	40	6	8	(1)	53
Foreign Currency Translation	(3)	(2)	1	(4)	(8)
Direct Channels	(1)	8	—	1	8
International Wholesale, Royalty and Other	—	—	17	16	33
2014 Net Sales	\$ 1,604	\$ 582	\$ 71	\$ 134	\$ 2,391

The following table compares the first quarter of 2014 comparable store sales to the first quarter of 2013:

<b>First Quarter</b>	<b>2014</b>	<b>2013</b>
Victoria's Secret Stores (a) (b)	2%	3%
Bath & Body Works (a) (b)	2%	3%
Total Comparable Store Sales (b) (c)	2%	3%

- (a) Results include company-owned stores in the United States and Canada.
- (b) The percentage change in comparable store sales represents the change in sales at comparable stores only and excludes the change in sales from our direct channels. A store is typically included in the calculation of comparable store sales when it has been open or owned 12 months or more and it has not had a change in selling square footage of 20% or more. Additionally, stores of a given brand are excluded if total selling square footage for the brand in the mall changes by 20% or more through the opening or closing of a second store.
- (c) Includes Victoria's Secret, Bath & Body Works, La Senza, Bath & Body Works Canada, Victoria's Secret Canada, Victoria's Secret U.K. and Henri Bendel.

The results by segment are as follows:

### ***Victoria's Secret***

For the first quarter of 2014, net sales increased \$60 million to \$1.604 billion and comparable store sales increased 2%. The net sales result was primarily driven by:

- At Victoria's Secret Stores, net sales increased 5% related to increases across most categories including PINK, core lingerie, sport and swim, driven by a compelling merchandise assortment that incorporated newness, innovation and fashion, as well as in-store execution.
- At Victoria's Secret Direct, net sales were roughly flat related to a decrease in apparel offset by increases in PINK, core lingerie and sport. We are shifting our focus to the core categories of the brand including lingerie, PINK and beauty. As a result, net sales in the apparel category are declining as we reduce style counts and related inventory.

The increase in comparable store sales was driven by an increase in total transactions and higher average dollar sales.

### ***Bath & Body Works***

For the first quarter of 2014, net sales increased \$21 million to \$582 million and comparable store sales increased 2%. At both Bath & Body Works Stores and Bath & Body Works Direct, net sales increased across most categories including home fragrance, soaps, sanitizers and Signature Collection, which all incorporated newness and innovation.

The increase in comparable store sales was driven by higher average dollar sales.

### ***Victoria's Secret and Bath & Body Works International***

For the first quarter of 2014, net sales increased \$31 million to \$71 million primarily related to the opening of five new company-owned Victoria's Secret stores in the U.K. and additional stores opened by our partners.

### ***Other***

For the first quarter of 2014, net sales increased \$11 million to \$134 million primarily related to higher revenue from sales of merchandise to our international partners from Mast Global.

### **Gross Profit**

For the first quarter of 2014, our gross profit increased \$41 million to \$982 million and our gross profit rate (expressed as a percentage of net sales) decreased to 41.1% from 41.5%, primarily driven by:

### ***Victoria's Secret***

For the first quarter of 2014, the gross profit increase was primarily driven by:

- At Victoria's Secret Stores, gross profit increased due to higher merchandise margin dollars as a result of the increase in net sales. The increase in merchandise margin was partially offset by higher buying and occupancy expenses due to an increase in occupancy expense driven by higher net sales, investments in real estate and store-related activity.
- At Victoria's Secret Direct, gross profit decreased primarily due to lower merchandise margin dollars as a result of increased promotional activity in the apparel business.

The gross profit rate was roughly flat to last year as the improved merchandise margin rate was partially offset by the increased buying and occupancy expense rate due to store-related activity.

## ***Bath & Body Works***

For the first quarter of 2014, the gross profit increase was primarily driven by:

- At Bath & Body Works Stores, gross profit increased due to higher merchandise margin dollars related to the increase in net sales. The increase in merchandise margin dollars was partially offset by higher buying and occupancy expenses primarily driven by higher occupancy costs related to the increase in net sales and store-related activity.
- At Bath & Body Works Direct, gross profit increased due to higher merchandise margin dollars as a result of the increase in net sales and lower buying and occupancy expenses due to lower fulfillment costs.

The gross profit rate increase was driven by a decrease in the buying and occupancy expense rate due to the lower fulfillment costs at Bath & Body Works Direct mentioned above.

## ***Victoria's Secret and Bath & Body Works International***

For the first quarter of 2014, gross profit increased due to higher merchandise margin dollars as a result of the increase in net sales due to the opening of new stores. The increase in merchandise margin dollars was partially offset by higher buying and occupancy expenses for our company-owned stores due to an increase in occupancy expense driven by higher net sales, investments in real estate and store-related activity.

The gross profit rate decrease was driven by an increase in the buying and occupancy expense rate due to deleverage associated with the increase in occupancy expense due to the opening of new stores. The buying and occupancy expense rate increase was partially offset by an increase in the merchandise margin rate.

## ***Other***

For the first quarter of 2014, gross profit decreased due to lower merchandise margin dollars primarily related to increased promotional activity at La Senza. The gross profit decrease was also driven by increased buying and occupancy expenses primarily due to increased buying costs at Mast Global. The gross profit rate decreased significantly primarily driven by a decrease in the merchandise margin rate due to increased promotional activity at La Senza. The gross profit rate decrease was partially offset by a decrease in the buying and occupancy expense rate.

## **General, Administrative and Store Operating Expenses**

For the first quarter of 2014, our general, administrative and store operating expenses increased \$16 million to \$646 million primarily driven by an increase in store selling expenses related to higher sales volumes and increased international expansion.

The general, administrative and store operating expense rate decreased to 27.0% from 27.8% due to the factors mentioned above and leverage associated with higher sales.

## **Other Income and Expense**

### **Interest Expense**

The following table provides the average daily borrowings and average borrowing rates for the first quarter of 2014 and 2013:

<b><u>First Quarter</u></b>	<b>2014</b>	<b>2013</b>
Average daily borrowings (in millions)	\$ 4,963	\$ 4,463
Average borrowing rate (in percentages)	6.65%	6.96%

For the first quarter of 2014, our interest expense increased \$5 million to \$84 million primarily due to an increase in average borrowings related to the October 2013 \$500 million note issuance, partially offset by a decrease in the average borrowing rate.

### **Other Income**

For the first quarter of 2014, our other income was roughly flat to last year.

### **Provision for Income Taxes**

For the first quarter of 2014, our effective tax rate was 38.5% as compared to 39.3% in the first quarter of 2013. The first quarter 2014 rate and 2013 rate are generally consistent with our estimated combined federal and state rates.

## **FINANCIAL CONDITION**

### **Liquidity and Capital Resources**

Liquidity, or access to cash, is an important factor in determining our financial stability. We are committed to maintaining adequate liquidity. Cash generated from our operating activities provides the primary resources to support current operations, growth initiatives, seasonal funding requirements and capital expenditures. Our cash provided from operations is impacted by

our net income and working capital changes. Our net income is impacted by, among other things, sales volume, seasonal sales patterns, success of new product introductions and profit margins. Historically, sales are higher during the fourth quarter of the fiscal year due to seasonal and holiday-related sales patterns. Generally, our need for working capital peaks during the summer and fall months as inventory builds in anticipation of the holiday period.

We believe in returning value to our shareholders through a combination of dividends and share repurchase programs. During the first quarter of 2014, we paid \$392 million in regular and special dividends and repurchased \$43 million of our common stock. We use cash flow generated from operating activities and financing activities to fund our dividends and share repurchase programs.

Our total cash and cash equivalents held by foreign subsidiaries were \$162 million as of May 3, 2014. Under current tax laws and regulations, if cash and cash equivalents held outside the U.S. are repatriated to the U.S., in certain circumstances we may be subject to additional income taxes.

The following table provides our long-term debt balance as of May 3, 2014, February 1, 2014 and May 4, 2013:

	May 3, 2014	February 1, 2014	May 4, 2013
	(in millions)		
<b>Senior Unsecured Debt with Subsidiary Guarantee</b>			
\$1 billion, 5.625% Fixed Interest Rate Notes due February 2022 (“2022 Notes”)	\$ 1,000	\$ 1,000	\$ 1,000
\$1 billion, 6.625% Fixed Interest Rate Notes due April 2021 (“2021 Notes”)	1,000	1,000	1,000
\$500 million, 5.625% Fixed Interest Rate Notes due October 2023 (“2023 Notes”)	500	500	—
\$500 million, 8.50% Fixed Interest Rate Notes due June 2019, Less Unamortized Discount (“2019 Notes”)(a)	493	494	490
\$400 million, 7.00% Fixed Interest Rate Notes due May 2020 (“2020 Notes”)	400	400	400
Total Senior Unsecured Debt with Subsidiary Guarantee	\$ 3,393	\$ 3,394	\$ 2,890
<b>Senior Unsecured Debt</b>			
\$700 million, 6.90% Fixed Interest Rate Notes due July 2017, Less Unamortized Discount (“2017 Notes”)(b)	\$ 716	\$ 718	\$ 719
\$350 million, 6.95% Fixed Interest Rate Debentures due March 2033, Less Unamortized Discount (“2033 Notes”)	350	350	350
\$300 million, 7.60% Fixed Interest Rate Notes due July 2037, Less Unamortized Discount (“2037 Notes”)	299	299	299
5.25% Fixed Interest Rate Notes due November 2014, Less Unamortized Discount (“2014 Notes”)(c)	214	215	217
Total Senior Unsecured Debt	\$ 1,579	\$ 1,582	\$ 1,585
Total	\$ 4,972	\$ 4,976	\$ 4,475
Current Portion of Long-term Debt	(214)	(215)	—
Total Long-term Debt	\$ 4,758	\$ 4,761	\$ 4,475

- (a) The balances include a fair value interest rate hedge adjustment which increased the debt balance by \$2 million as of May 3, 2014 and February 1, 2014.
- (b) The balances include a fair value interest rate hedge adjustment which increased the debt balance by \$17 million as of May 3, 2014, \$19 million as of February 1, 2014 and \$20 million as of May 4, 2013.
- (c) The principal balance outstanding was \$213 million as of May 3, 2014, February 1, 2014 and May 4, 2013. The balances include a fair value interest rate hedge adjustment which increased the debt balance by \$1 million as of May 3, 2014, \$3 million as of February 1, 2014 and \$4 million as of May 4, 2013.

### **Issuance of Notes**

In October 2013, we issued \$500 million of 5.625% notes due in October 2023 utilizing an existing shelf registration under which debt securities, common and preferred stock and other securities can be issued. The 2023 Notes are jointly and severally guaranteed on a full and unconditional basis by certain of our 100% owned subsidiaries (such subsidiaries, "the Guarantors"). The proceeds from the issuance were \$495 million, which were net of issuance costs of \$5 million.

### ***Revolving Facility***

We maintain a secured revolving credit facility (“Revolving Facility”). The Revolving Facility has aggregate availability of \$1 billion and expires July 15, 2016. The fees related to committed and unutilized amounts per year are 0.325% per annum and the fees related to outstanding letters of credit are 1.75% per annum. In addition, the interest rate on outstanding borrowings is London Interbank Offered Rate (“LIBOR”) plus 1.75%.

The Revolving Facility contains fixed charge coverage and debt to EBITDA financial covenants. We are required to maintain a fixed charge coverage ratio of not less than 1.75 to 1.00 and a consolidated debt to consolidated EBITDA ratio not exceeding 4.00 to 1.00 for the most recent four-quarter period. In addition, the Revolving Facility provides that investments and restricted payments may be made, without limitation on amount, if (a) at the time of and after giving effect to such investment or restricted payment the ratio of consolidated debt to consolidated EBITDA for the most recent four-quarter period is less than 3.00 to 1.00 and (b) no default or event of default exists. As of May 3, 2014, we were in compliance with both of our financial covenants and the ratio of consolidated debt to consolidated EBITDA was less than 3.00 to 1.00 and no default or event of default existed.

As of May 3, 2014, there were no borrowings outstanding under the Revolving Facility.

### ***Letters of Credit***

The Revolving Facility supports our letter of credit program. We had \$8 million of outstanding letters of credit as of May 3, 2014 that reduce our remaining availability under our Revolving Facility.

### ***Fair Value Interest Rate Swap Arrangements***

In 2013, we entered into interest rate swap arrangements related to \$200 million of the outstanding 2017 Notes and \$200 million of the outstanding 2019 Notes. The interest rate swap arrangements effectively convert the fixed interest rate on the related debt to a variable interest rate based on LIBOR plus a fixed percentage.

The swap arrangements are designated as fair value hedges. The changes in the fair value of the interest rate swaps have an equal and offsetting impact to the carrying value of the debt on the balance sheet. The differential to be paid or received on the interest rate swap arrangements is accrued and recognized as an adjustment to interest expense.

In the past, we entered into interest rate swap arrangements on the 2014 and 2017 Notes. In 2012, we terminated these interest rate designated fair value hedges. Both the carrying values of the 2014 and 2017 Notes include unamortized hedge settlements which are amortized as a reduction to interest expense through the respective maturity date of the Notes.

### ***Working Capital and Capitalization***

We believe that our available short-term and long-term capital resources are sufficient to fund foreseeable requirements.

The following table provides a summary of our working capital position and capitalization as of May 3, 2014, February 1, 2014 and May 4, 2013:

	May 3, 2014	February 1, 2014 (in millions)	May 4, 2013
Cash Provided by (Used for) Operating Activities (a)	\$ (89)	\$ 1,248	\$ (120)
Capital Expenditures (a)	150	691	149
Working Capital	1,070	1,324	634
Capitalization:			
Long-term Debt	4,758	4,761	4,475
Shareholders' Equity (Deficit)	(609)	(370)	(994)
Total Capitalization	\$ 4,149	\$ 4,391	\$ 3,481
Remaining Amounts Available Under Credit Agreements (b)	\$ 992	\$ 992	\$ 988

- (a) The February 1, 2014 amounts represent a twelve-month period and the May 3, 2014 and May 4, 2013 amounts represent three-month periods.
- (b) Letters of credit issued reduce our remaining availability under the Revolving Facility. We have outstanding letters of credit that reduce our remaining availability under the Revolving Facility of \$8 million as of May 3, 2014 and February 1, 2014 and \$12 million as of May 4, 2013.

## Credit Ratings

The following table provides our credit ratings as of May 3, 2014:

	Moody's	S&P	Fitch
Corporate	Ba1	BB+	BB+
Senior Unsecured Debt with Subsidiary Guarantee	Ba1	BB+	BB+
Senior Unsecured Debt	Ba2	BB-	BB
Outlook	Stable	Stable	Stable

Our borrowing costs under our Revolving Facility are linked to our credit ratings at Moody's, S&P and Fitch. If we receive an upgrade or downgrade to our corporate credit ratings by Moody's, S&P or Fitch, the borrowing costs could decrease or increase, respectively. The guarantees of our obligations under the Revolving Facility by the Guarantors and the security interests granted in our and the Guarantors' collateral securing such obligations are released if our credit ratings are higher than a certain level. Additionally, the restrictions imposed under the Revolving Facility on our ability to make investments and to make restricted payments cease to apply if our credit ratings are higher than certain levels. Credit rating downgrades by any of the agencies do not accelerate the repayment of any of our debt.

## Common Stock Share Repurchases

Under the authority of our Board of Directors, we repurchased shares of our common stock under the following repurchase program for the first quarter of 2014 and 2013:

Repurchase Program	Amount Authorized (in millions)	Shares Repurchased		Amount Repurchased		Average Stock Price of Shares Repurchased within Program
		2014	2013	2014	2013	
		(in thousands)		(in millions)		
November 2012 (a)	\$ 250	781	1,217	\$ 42	\$ 55	\$ 48.42

(a) The November 2012 repurchase program had \$134 million remaining as of May 3, 2014.

There were \$2 million share repurchases reflected in Accounts Payable on the May 3, 2014 Consolidated Balance Sheet. There were no share repurchases reflected in Accounts Payable as of May 4, 2013.

Subsequent to May 3, 2014, we repurchased an additional 45 thousand shares of common stock for \$2.4 million under the November 2012 repurchase program.

The timing and amount of any repurchases will be made in our discretion taking into account a number of factors including market conditions.

We use cash flow generated from operating activities and financing activities to fund our share repurchase programs.

## Dividend Policy and Procedures

Under the authority and declaration of our Board of Directors, we paid the following dividends during the first quarter of 2014 and 2013:

	Ordinary Dividends	Special Dividends	Total Dividends	Total Paid
		(per share)		(in millions)
<b>2014</b>				
First Quarter	\$ 0.34	\$ 1.00	\$ 1.34	\$ 392
<b>2013</b>				
First Quarter	\$ 0.30	\$ —	\$ 0.30	\$ 87

Our Board of Directors will determine future dividends after giving consideration to the Company's levels of profit and cash flow, capital requirements, current and forecasted liquidity, the restrictions placed upon us by our borrowing arrangements as well as financial and other conditions existing at the time. We use cash flow generated from operating activities to fund our ordinary dividends and a combination of cash flow generated from operating activities and financing activities to fund our special dividends.



## Cash Flow

The following table provides a summary of our cash flow activity for year-to-date 2014 and 2013:

	Year-to-Date	
	2014	2013
	(in millions)	
Cash and Cash Equivalents, Beginning of Period	\$ 1,519	\$ 773
Net Cash Flows Used for Operating Activities	(89)	(120)
Net Cash Flows Used for Investing Activities	(135)	(158)
Net Cash Flows Used for Financing Activities	(383)	(112)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	—	(1)
Net Decrease in Cash and Cash Equivalents	(607)	(391)
Cash and Cash Equivalents, End of Period	\$ 912	\$ 382

### *Operating Activities*

Net cash used for operating activities in 2014 was \$89 million, including net income of \$157 million and excess tax benefits from share-based compensation of \$35 million. Net income included depreciation and amortization of \$110 million. Other changes in assets and liabilities represent items that had a current period cash flow impact, such as changes in working capital. The most significant items in working capital were the seasonal changes in Accounts Payable, Accrued Expenses and Other, Income Taxes Payable and Inventories.

Net cash used for operating activities in 2013 was \$120 million, including net income of \$143 million and excess tax benefits from share-based compensation of \$20 million. Net income included depreciation and amortization of \$100 million. Other changes in assets and liabilities represent items that had a current period cash flow impact, such as changes in working capital. The most significant item in working capital were seasonal changes in Accounts Payable, Accrued Expenses and Other, Inventories and Income Taxes Payable.

### *Investing Activities*

Net cash used for investing activities in 2014 was \$135 million consisting primarily of capital expenditures of \$150 million. The capital expenditures included \$102 million for opening new stores and remodeling and improving existing stores. Remaining capital expenditures were primarily related to spending on technology and infrastructure to support growth.

Net cash used for investing activities in 2013 was \$158 million consisting primarily of capital expenditures of \$149 million. The capital expenditures included \$105 million for opening new stores and remodeling and improving existing stores. Remaining capital expenditures were primarily related to spending on technology and infrastructure to support growth.

### *Financing Activities*

Net cash used for financing activities in 2014 was \$383 million consisting primarily of quarterly and special dividend payments aggregating to \$1.34 per share, or \$392 million, and repurchases of common stock of \$43 million, partially offset by excess tax benefits from share-based compensation of \$35 million and proceeds from the exercise of stock options of \$17 million.

Net cash used for financing activities in 2013 was \$112 million consisting primarily of quarterly dividend payments of \$0.30 per share, or \$87 million, repurchases of common stock of \$55 million, partially offset by excess tax benefits from share-based compensation of \$20 million and proceeds from the exercise of stock options of \$10 million.

### *Contingent Liabilities and Contractual Obligations*

In connection with the disposition of certain businesses, we have remaining guarantees of approximately \$38 million related to lease payments of Express, Limited Stores, Abercrombie & Fitch, Dick's Sporting Goods, and New York & Company under the current terms of noncancelable leases expiring at various dates through 2018. These guarantees include minimum rent and additional payments covering taxes, common area costs and certain other expenses and relate to leases that commenced prior to the disposition of the businesses. In certain instances, our guarantee may remain in effect if the term of a lease is extended.

Our guarantees related to Express, Limited Stores and New York & Company require fair value accounting in accordance with GAAP in effect at the time of these divestitures. The guaranteed lease payments related to Express, Limited Stores and New York & Company totaled \$19 million as of May 3, 2014, \$22 million as of February 1, 2014 and \$32 million as of May 4, 2013. The estimated fair value of these guarantee obligations was \$1 million as of May 3, 2014 and February 1, 2014 and \$2 million as of May 4, 2013, and is included in Other Long-term Liabilities on the Consolidated Balance Sheets.

Our guarantees related to Abercrombie & Fitch and Dick's Sporting Goods are not subject to fair value accounting, but require that a loss be accrued when probable and reasonably estimable based on GAAP in effect at the time of these divestitures. We

have no liability recorded with respect to any of the guarantee obligations as we concluded that payments under these guarantees were not probable as of May 3, 2014, February 1, 2014 and May 4, 2013.

In connection with our investment in Easton Gateway, LLC ("EG"), an entity that owns and is developing a commercial shopping center in the Easton community, we, along with an unaffiliated member, provided a guarantee of interest, certain expenses and a completion guarantee on the construction of the commercial shopping center. Our estimated maximum potential loss from our involvement with EG totaled \$45 million as of May 3, 2014, which includes our equity investment of \$35 million and our estimated maximum potential loss from our guarantees related to EG's construction loan of \$10 million. We expect EG to obtain permanent financing, prior to maturity of the construction loan, following completion of construction of the commercial shopping center. For additional information, see Note 6, "Equity Investments and Other" and Note 12, "Commitments and Contingencies" to the Consolidated Financial Statements included in Item 1. Financial Statements.

Our contractual obligations primarily consist of long-term debt and the related interest payments, operating leases, purchase orders for merchandise inventory and other long-term obligations. These contractual obligations impact our short-term and long-term liquidity and capital resource needs. There have been no material changes in our contractual obligations since February 1, 2014. Additionally, certain of our contractual obligations may fluctuate during the normal course of business (primarily changes in our merchandise inventory-related purchase obligations which fluctuate throughout the year as a result of the seasonal nature of our operations).

## **RECENTLY ISSUED ACCOUNTING PRONOUNCEMENT**

### **Revenue from Contracts with Customers**

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, *Revenue from Contracts with Customers*. This guidance requires companies to recognize revenue in a manner that depicts the transfer of promised goods or services to customers in amounts that reflect the consideration to which a company expects to be entitled in exchange for those goods or services. The new standard also will result in enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. This guidance will be effective beginning in fiscal year 2017 and early adoption is not permitted. The standard allows for either a full retrospective or a modified retrospective transition method. We are currently evaluating the impact of this standard on our consolidated results of operations, financial position and cash flows.

## **IMPACT OF INFLATION**

While it is difficult to accurately measure the impact of inflation due to the imprecise nature of the estimates required, we believe the effects of inflation, if any, on the results of operations and financial condition have been minor.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The preparation of financial statements in conformity with GAAP requires management to adopt accounting policies related to estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period, as well as the related disclosure of contingent assets and liabilities at the date of the financial statements. On an ongoing basis, management evaluates its accounting policies, estimates and judgments, including those related to inventories, long-lived assets, claims and contingencies, income taxes and revenue recognition. Management bases our estimates and judgments on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

There have been no material changes to the critical accounting policies and estimates disclosed in our 2013 Annual Report on Form 10-K.

## **Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Market Risk**

The market risk inherent in our financial instruments represents the potential loss in fair value, earnings or cash flows arising from adverse changes in foreign currency exchange rates or interest rates. We use derivative financial instruments like the cross-currency swaps, forward contracts and interest rate swap arrangements to manage exposure to market risks. We do not use derivative financial instruments for trading purposes.



### Foreign Exchange Rate Risk

We have operations in foreign countries which expose us to market risks associated with foreign currency exchange rate fluctuations. To mitigate the translation risk to our earnings and the fair value of our Canadian operations associated with fluctuations in the U.S. dollar-Canadian dollar exchange rate, we entered into a series of cross-currency swaps related to Canadian dollar denominated intercompany loans. These cross-currency swaps require the periodic exchange of fixed rate Canadian dollar interest payments for fixed rate U.S. dollar interest payments as well as exchange of Canadian dollar and U.S. dollar principal payments upon maturity. The swap arrangements mature between 2015 and 2018 at the same time as the related loans. As a result of the Canadian dollar denominated intercompany loans and the related cross-currency swaps, we do not believe there is any material translation risk to our Canadian net earnings associated with fluctuations in the U.S. dollar-Canadian dollar exchange rate.

In addition, our Canadian dollar and British pound denominated earnings are subject to exchange rate risk as substantially all of our merchandise sold in Canada and the U.K. is sourced through U.S. dollar transactions. Although we utilize foreign currency forward contracts to partially offset these risks, these measures may not succeed in offsetting all of the short-term impact of foreign currency rate movements and generally may not be effective in offsetting the long-term impact of sustained shifts in foreign currency rates.

### Interest Rate Risk

Our investment portfolio primarily consists of interest-bearing instruments that are classified as cash and cash equivalents based on their original maturities. Our investment portfolio is maintained in accordance with our investment policy, which specifies permitted types of investments, specifies credit quality standards and maturity profiles and limits credit exposure to any single issuer. The primary objective of our investment activities are the preservation of principal, the maintenance of liquidity and the maximization of interest income while minimizing risk. Currently, our investment portfolio is comprised of U.S. government obligations, U.S. Treasury and AAA-rated money market funds, highly-rated commercial paper and bank deposits. Given the short-term nature and quality of investments in our portfolio, we do not believe there is any material risk to principal associated with increases or decreases in interest rates.

All of our long-term debt as of May 3, 2014 has fixed interest rates. We will from time to time adjust our exposure to interest rate risk by entering into interest rate swap arrangements. As of May 3, 2014, we have interest rate swap arrangements with notional amounts of \$200 million related to a portion of our 2017 Notes and \$200 million related to a portion of our 2019 Notes.

The effect of the interest rate swap arrangements is to convert the respective amount of debt from a fixed interest rate to a variable interest rate. The variable interest rate associated with these swap arrangements fluctuates based on changes in the three-month London Interbank Offered Rate ("LIBOR").

For the balance of our long-term debt that is not subject to interest rate swap arrangements, our exposure to interest rate changes is limited to the fair value of the debt issued, which would not have a material impact on our earnings or cash flows.

### Fair Value of Financial Instruments

As of May 3, 2014, management believes that the carrying values of cash and cash equivalents, receivables and payables approximate fair value because of the short maturity of these financial instruments.

The following table provides a summary of the carrying value and fair value of long-term debt and swap arrangements as of May 3, 2014, February 1, 2014 and May 4, 2013:

	May 3, 2014	February 1, 2014	May 4, 2013
	(in millions)		
Long-term Debt (a):			
Carrying Value	\$ 4,972	\$ 4,976	\$ 4,475
Fair Value, Estimated (b)	5,509	5,333	5,071
Cross-currency Swap Arrangements (c)	21	13	58
Fixed-to-Floating Interest Rate Swap Arrangements (c)	(3)	(5)	—

- (a) The increase in long-term debt is related to the issuance of the October 2023 Notes.
- (b) The estimated fair value is based on reported transaction prices. The estimates presented are not necessarily indicative of the amounts that we could realize in a current market exchange.
- (c) Swap arrangements are in an (asset) liability position.

## **Concentration of Credit Risk**

We maintain cash and cash equivalents and derivative contracts with various major financial institutions. We monitor the relative credit standing of financial institutions with whom we transact and limit the amount of credit exposure with any one entity. We also periodically review the relative credit standing of franchise, license and wholesale partners and other entities to which we grant credit terms in the normal course of business.

## **Item 4. CONTROLS AND PROCEDURES**

*Evaluation of disclosure controls and procedures.* As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective and designed to ensure that information required to be disclosed by us in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (2) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

*Changes in internal control over financial reporting.* There were no changes in our internal control over financial reporting that occurred in the first quarter 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II—OTHER INFORMATION

### Item 1. LEGAL PROCEEDINGS

We are a defendant in a variety of lawsuits arising in the ordinary course of business. Actions filed against our Company from time to time include commercial, tort, intellectual property, customer, employment, data privacy, securities and other claims, including purported class action lawsuits. Although it is not possible to predict with certainty the eventual outcome of any litigation, in the opinion of management, our current legal proceedings are not expected to have a material adverse effect on our financial position or results of operations.

In July 2009, a complaint was filed against our Company for patent infringement in the United States District Court for the Eastern District of Texas. The complaint sought monetary damages, costs, attorneys' fees, and injunctive relief. In November 2011, a jury found in favor of the plaintiff and awarded damages of \$9 million for infringement from 2007 through 2011 and the trial court awarded future royalty payments through 2015. In January 2013, we appealed the judgment against us with the Court of Appeals for the Federal Circuit. Shortly before our appeal was filed, the Federal Court of Appeals ruled in another proceeding involving a different company, that the patents in our case were invalid. On January 14, 2014, the U.S. Supreme Court denied the plaintiff's petition to overturn the Federal Circuit's finding that their patents are invalid. In our matter, although their patents were found to be invalid, the plaintiff has decided to move forward with the appeal process. Based on the decision that the plaintiff's patents are invalid and on our other arguments, we believe the Federal Court of Appeals should grant our appeal. We intend to vigorously defend against this action.

### Item 1A. RISK FACTORS

The risk factors that affect our business and financial results are discussed in “Item 1A: Risk Factors” in the 2013 Annual Report on Form 10-K. We wish to caution the reader that the risk factors discussed in “Item 1A: Risk Factors” in our 2013 Annual Report on Form 10-K, and those described elsewhere in this report or other Securities and Exchange Commission filings, could cause actual results to differ materially from those stated in any forward-looking statements.

### Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides our repurchases of our common stock during the first quarter of 2014:

<u>Period</u>	<u>Total Number of Shares Purchased (a)</u> (in thousands)	<u>Average Price Paid Per Share (b)</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Programs (c)</u> (in thousands)	<u>Maximum Number of Shares (or Approximate Dollar Value) that May Yet be Purchased Under the Programs (c)</u>
February 2014	283	\$ 53.39	280	\$ 160,698
March 2014	663	53.37	—	160,698
April 2014	513	54.13	501	133,593
Total	<u>1,459</u>		<u>781</u>	

- (a) The total number of shares repurchased includes shares repurchased as part of publicly announced programs, with the remainder relating to shares repurchased in connection with tax payments due upon vesting of employee restricted stock awards and the use of our stock to pay the exercise price on employee stock options.
- (b) The average price paid per share includes any broker commissions.
- (c) For additional share repurchase program information, see Note 3 to the Consolidated Financial Statements included in Item 1. Financial Statements.

### Item 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

### Item 4. MINE SAFETY DISCLOSURES

Not applicable.

**Item 5. OTHER INFORMATION**

None.

**Item 6. EXHIBITS**

**Exhibits**

15	Letter re: Unaudited Interim Financial Information re: Incorporation of Report of Independent Registered Public Accounting Firm.
31.1	Section 302 Certification of CEO.
31.2	Section 302 Certification of CFO.
32	Section 906 Certification (by CEO and CFO).
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

L BRANDS, INC.  
(Registrant)

By: /s/ STUART B. BURGDOERFER

Stuart B. Burgdoerfer  
Executive Vice President and Chief Financial Officer \*

Date: June 6, 2014

\* Mr. Burgdoerfer is the principal financial officer and the principal accounting officer and has been duly authorized to sign on behalf of the Registrant.